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RECORDATION NO 8745-A FILED 1425

October 11, 1989

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INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

\$15.00 filing fee

On behalf of Transit Holding, Inc. (successor to B.A. Lease Assets, Inc.), I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, five (5) executed counterparts of a secondary document, not previously recorded, entitled, Confirmation of Termination of Lease and Consent to Cancellation and Discharge of Record of Lease ("Termination"), executed as of October 6, 1989.

The party to the enclosed Termination is:

Transit Holding, Inc. - Lessor  
(successor to B.A. Lease Assets, Inc.)  
c/o BankAmeriLeasse Companies  
BankAmerica Capital Markets Group  
Two Embarcadero Center  
San Francisco, California 94111

The said Termination acts to terminate and release all interest in and under that certain Lease Agreement dated as of March 8, 1977, and to fully release and discharge all collateral described therein. The said Lease Agreement was recorded with the Interstate Commerce Commission ("ICC") March 11, 1977 under Recordation No. 8745 and the said Termination should be recorded under the next available letter designation under Recordation No. 8745 which we believe will be 8745-A.

A short summary of the document to appear in the ICC Index is as follows:

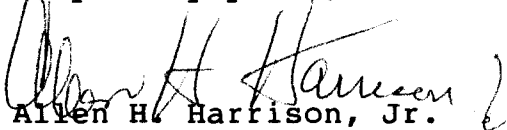
"Full Termination"

Enclosed is a check in the amount of fifteen dollars (\$15.00) in payment of the filing fee.

- 2 -

Once the filing has been made, please return to bearer the stamped counterparts of the Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,

  
Allen H. Harrison, Jr.  
Attorney for the purpose  
of this filing for  
Transit Holding, Inc.

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

BY HAND

Enclosures

AHH:hd

**BankAmeriLease Companies**

BankAmerica Capital Markets Group

RECORDATION NO. 8745-A FILED 1989

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INTERSTATE COMMERCE COMMISSION

CONFIRMATION OF TERMINATION OF LEASE AND  
CONSENT TO CANCELLATION AND DISCHARGE OF RECORD OF LEASE

Transit Holding, Inc., (successor to B.A. Lease Assets, Inc.), Lessor under that certain Lease Agreement ("Lease") dated as of March 8, 1977, between BA Lease Assets, Inc. and Parker Brothers & Co., Inc., as Lessee, which Lease covered 100 100-ton "Rapid Discharge" Open Top Hoppers bearing identifying numbers WRRC255 through 354 inclusive, and which lease was recorded in the office of the Interstate Commerce Commission Washington, D.C., on March 11, 1977 with recordation number 8745, does hereby declare that the duties and obligations of both parties to the Lease have been satisfied and discharged, and the lease has been terminated, and does hereby consent to the cancellation and discharge of record of the Lease.

IN WITNESS WHEREOF, the undersigned has caused this Confirmation of Termination of Lease and Consent to Cancellation and Discharge of Record of Lease to be duly executed as of this 6th day of October, 1989.

Transit Holding, Inc. (successor  
to B.A. Lease Assets, Inc.)

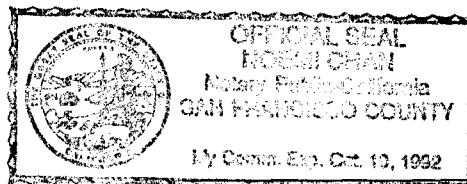
By: Name: C. DAVID BROWNTitle: VICE PRESIDENT

7027L

STATE OF CALIFORNIA            )  
  ) ss:  
COUNTY OF SAN FRANCISCO    )

On this 6th day of October, 1989 before me personally appeared C. David Brown, to me personally known, who being by me duly sworn, says that he is the Vice President of Transit Holding, Inc., that the foregoing instrument was signed on behalf of said Transit Holding, Inc. by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Transit Holding, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



*Noemi Chan*

Notary Public

My Commission expires: 10/10/1992